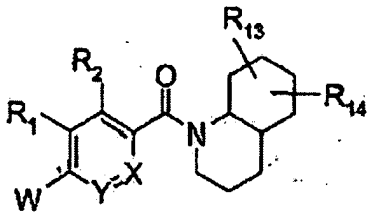
Amendments to the Claims

This Listing of Claims will replace all prior versions, and listings, of claims in the specification:

Listing of Claims:

1.-6. **(Canceled)**

7. **(Currently Amended)** A compound having the formula



(Ia)

wherein

R_1 and R_2 are independently hydrogen, cyano, halo, nitro, ~~optionally substituted~~ amino, C_{1-4} alkylamino, CF_3, C_{1-4} alkyl, phenyl substituted C_{1-4} alkyl, trifluoromethyl, $-CO_2H$, CO_2C_{1-4} alkyl, $C(O)NHC_{1-4}$ alkyl, or C_{1-4}-alkoxy, or

R_1 and R_2 combined together with the carbon atoms to which they are attached form an optionally substituted ~~6-membered aromatic~~ phenyl ring;

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl; ~~or~~

~~R_6 and R_4 are alkylene which combined together with the nitrogen atom to which R_5 is attached and the carbon atoms to which W and R_4 are attached form a 5-membered ring;~~

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 and R_9 are each, independently, a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or

W and R_1 combined together with the carbon atoms they are attached to form a 6-membered ~~aromatic~~ phenyl ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo, $-NR_5Z$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$;

Z is $-C(O)R_6$, $-C(O)OR_6$, $-C(O)NR_6R_7$, $-C(S)NR_6R_7$, $-S(O)_2R_6$, or $-R_8$;

X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted C_{1-4} alkyl~~; or a pharmaceutically acceptable salt thereof.

8. **(Currently Amended)** The compound according to claim 7 wherein

R_1 is hydrogen;

R_2 is hydrogen, chloro, methoxy, ethoxy, propoxy ~~or optionally substituted~~ amino or C_{1-4} alkylamino;

W is - $NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R$, $-C(O)NR_6R_7$, or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~

X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

9. **(Currently Amended)** The compound according to claim 7 wherein

R_1 is methyl, methoxy, ~~or optionally substituted~~ amino or C_{1-4} alkylamino;

R_2 is hydrogen;

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~

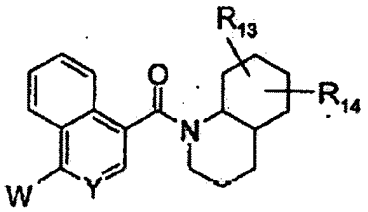
X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

10-11. **(Canceled)**

12. **(Currently Amended)** The compound according to claim 7 of the formula



(Ib)

wherein

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

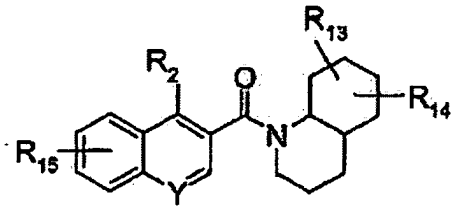
R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl,which may be optionally substituted

with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_8 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

13. **(Currently Amended)** The A compound according to claim 7 of the formula



(Ic)

wherein

R_2 is hydrogen, halo or C_{1-4} alkoxy;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~;

R_{15} is hydrogen, $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

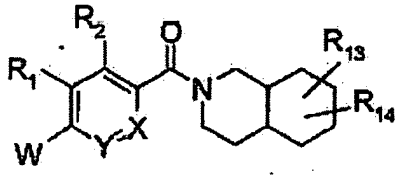
R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 and R_9 are each, independently, a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or a pharmaceutically acceptable salt thereof.

14-17. **(Canceled)**.

18. **(Currently Amended)** The compound having ~~according to claim 3 of~~ the formula



(Ih)

wherein

R_1 and R_2 are independently hydrogen, halo, ~~optionally substituted~~ amino, C_{1-4} alkylamino, C_{1-4} alkyl or C_{1-4} alkoxy; or

R_1 and R_2 combined together form an optionally substituted phenyl ~~6-membered aromatic~~ ring;

W is $-NR_5C(O)R_6$, $NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl; ~~or~~

~~R_5 and R_4 are alkylene which combined together with the nitrogen atom to which R_5 is attached and the carbon atoms to which W and R_4 are attached form a 5-membered ring;~~

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 and R_9 are each, independently, a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl,which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or

W and R_1 combined together with the carbon atoms to which they are attached form a 6-membered ~~aromatic~~ phenyl ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo, $-NR_5Z$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

Z is $-C(O)R_6$, $-C(O)OR_6$, $-C(O)NR_6R_7$, $-C(S)NR_6R_7$, $-S(O)_2R_6$, or $-R_8$;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~;

X is CH;

Y is CH; or a pharmaceutically acceptable salt thereof.

19. **(Currently Amended)** The compound according to claim 18 wherein

R_1 is hydrogen;

R_2 is hydrogen, chloro, methoxy, ethoxy, propoxy ~~or optionally substituted~~ amino or C_{1-4} alkylamino;

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, or $-OC(C)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl,which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or

X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

20. **(Currently Amended)** The compound according to claim 18 wherein

R_1 is methyl, methoxy or optionally substituted amino;

R_2 is hydrogen;

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or

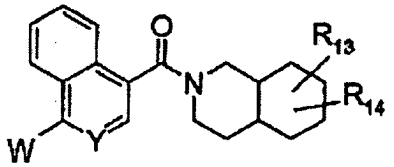
X is CH;

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

21. **(Canceled)**.

22. **(Currently Amended)** The compound according to claim 18 of the formula



(Ii)

wherein

W is $-NR_5C(O)R_6$, $-NR_5C(O)OR_6$, $-NR_5C(O)NR_6R_7$, $-NR_5C(S)NR_6R_7$, $-NR_5S(O)_2R_6$, $-NR_5R_8$, $-C(O)NR_6R_7$, $-OR_9$ or $-OC(O)NR_6R_7$ in which

R_5 and R_7 are independently hydrogen or methyl;

R_6 is ~~optionally substituted~~ C_{1-4} alkyl, phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxoyl or ~~aryl, heteroaryl,~~ cycloalkyl~~, aralkyl or heteroaralkyl, wherein said aryl is~~ each of which may be optionally substituted by one to four substituents such as halo, hydroxy, alkoxy, alkanoyl, alkanoyloxy, optionally substitued amino, thiol, alkylthio, nitro, cyano, carboxy, carboxyalkyl, alkoxycarbonyl, alkylthiono, ~~alkyl- and~~ arylsulfonyl, sulfonamido and heterocycloyl;

R_8 is a phenyl, naphthyl, thienyl, furanyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, pyridinyl, benzothiophenyl, benzodioxolyl or a cycloalkyl, which may be optionally substituted with halogen, C_{1-4} alkoxyl, amino, nitro or cyano; ~~is optionally substituted alkyl, aralkyl or heteroaralkyl;~~

~~R_9 is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;~~ or

Y is CH;

R_{13} and R_{14} are independently hydrogen, hydroxy or methyl ~~optionally substituted lower alkyl~~; or a pharmaceutically acceptable salt thereof.

23-24. **(Canceled)**

25. **(Withdrawn)** A method for the inhibition of 11β-hydroxysteroid dehydrogenase type 1 (11β-HSD1) oxoreductase activity in mammals, which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

26. **(Withdrawn)** A method to control glucocorticoid concentration in mammals which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

27. **(Withdrawn)** A method according to claim 26, which comprises lowering intracellular and hepatic glucocorticoid concentrations, increasing insulin sensitivity in the adipose tissue and in the muscle, reducing lipolysis and free fatty acid production in the adipose tissue, and inhibiting hepatic gluconeogenesis.

28. **(Withdrawn)** A method for the treatment of conditions associated with 11β-HSD1 oxoreductase activity in mammals which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

29. **(Withdrawn)** A method for the treatment of glucocorticoid associated disorders in mammals which method comprises administering to a mammal in need thereof a therapeutivally effective amount of a compound of claim 1.

30. **(Withdrawn)** A method according to claim 29, which comprises administering a compound of claim 1 in combination with a therapeutically effective amount of insulin, insulin derivative or mimetic, insulin secretagogue, insulinotropic sulfonylurea receptor ligand, insulin sensitizer, biguanide, alpha-glucosidase inhibitor, GLP-1, GLP-1 analog or mimetic, DPP-IV inhibitor, hypolipidemic agent, anti-obesity agent, cholestyramine, fibrate, nicotinic acid, or aspirin.

31. **(Withdrawn)** A method for the treatment of impaired glucose tolerance in Type 2 diabetes which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

32. **(Withdrawn)** A method for the treatment of Syndrome-X, dyslipidemia, hypertension and central obesity which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

33. **(Previously Presented)** A pharmaceutical composition, comprising:

the compound of claim 7 in a therapeutically effective amount, in combination with one or more pharmaceutically acceptable carriers.

34-39. **(Canceled)**

40. **(New)** A pharmaceutical composition, comprising:

the compound of claim 18 in a therapeutically effective amount, in combination with one or more pharmaceutically acceptable carriers.